

**Proprietary and Confidential**

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Limited Partnership Agreement of Glendower Access Secondary Opportunities IV (U.S.), L.P. as of the date first above written.

GENERAL PARTNER:

Glendower Access Secondary Opportunities IV GP LLC

By: Institutional Capital Network, Inc., its sole member

By: T Fortin  
Name: THOMAS FORTIN  
Title: COO

LIMITED PARTNERS:

By: iCapital Advisors, LLC

By: Institutional Capital Network, Inc., its sole member

(for and on behalf of each Limited Partner set forth on the List of Partners, as attorney-in-fact)

By: T Fortin  
Name: THOMAS FORTIN  
Title: COO

INITIAL LIMITED PARTNER (hereby withdrawing):

Michael Stanton  
Name: Michael Stanton

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Glendower Access Secondary Opportunities IV (U.S.), L.P.  
Amended and Restated Limited Partnership Agreement